

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
AMANDA COSTELLO and LONIECE	:	
REED, Individually and on behalf of all other	:	NO.: 1:13-cv-1359-PGG
persons similarly situated,	:	
	:	
Plaintiffs,	:	CIVIL ACTION
	:	
-against-	:	
	:	
KOHL'S ILLINOIS INC., KOHL'S	:	
CORPORATION and KOHL'S	:	
DEPARTMENT STORES, INC.,	:	
	:	
Defendants.	:	
-----X	:	

**DECLARATION OF MARC S. HEPWORTH**

I, Marc S. Hepworth, declare under penalty of perjury and state as follows:

1. I am admitted to this Court and am a partner at Hepworth, Gershbaum & Roth, PLLC, attorneys for the named Plaintiffs Amanda Costello and Loniece Reed and the four Opt-ins Homer Alexander, Londrell Land, Vonda Backhaus and Yuri Escoto (collectively "Plaintiffs").
2. Plaintiffs filed this collective action in this Court asserting claims under the Fair Labor Standards Act ("FLSA") and New York Labor Law ("NYLL"), on behalf of themselves and similarly situated Assistant Store Manager -- Apparel/Accessory ("AA") and Assistant Store Manager -- Children/Footwear/Home ("CFH") (collectively "ASMs") employed by Defendants Kohl's Illinois Inc., Kohl's Corporation, and Kohl's Department Stores, Inc. ("Kohl's") from February 28, 2010, through the entry of judgment in this case.

3. Kohl's claims that it is not required to pay overtime to Plaintiffs and the similarly situated ASMs because "[they] were compensated at all times in accordance with applicable [FLSA] or [NYLL] requirements." *See* Answer (ECF Doc. 14, AFFIRMATIVE AND OTHER DEFENSES ¶ 2); *see also Id.* at ¶¶ 9-12.
4. Pursuant to the Civil Case Management Plan and Scheduling Order (ECF Doc. 25), the parties engaged in limited first-phase conditional certification discovery, including Rule 30(b)(6) depositions of Kohl's three corporate representatives, depositions of the two named Plaintiffs and two Opt-ins, and first-phase interrogatories and document productions.
5. I submit this Declaration in support of Plaintiffs' Motion for Conditional Certification and Notice pursuant to the FLSA.
6. Attached to this Declaration as Exhibit A is a true and correct copy of the title page and pages from the Rule 30(b)(6) deposition of Kohl's corporate representative Genevieve Shield's deposition, taken in this lawsuit on January 9, 2014.
7. Attached to this Declaration as Exhibit B is a true and correct copy of Kohl's Form 10-K for the fiscal year ending on February 1, 2014.
8. Attached to this Declaration as Exhibit C are true and accurate copies of Position Descriptions (bearing bates stamp numbers KCO\_02800-KCO\_02804, KCO\_04571-KCO\_04576).
9. Attached to this Declaration as Exhibit D is a true and correct copy of the title page and pages from named Plaintiff Amanda Costello's deposition, taken in this lawsuit on December 12, 2013.

10. Attached to this Declaration as Exhibit E is a true and correct copy of the title page and pages from named Plaintiff Loniece Reed's deposition, taken in this lawsuit on November 1, 2013.
11. Attached to this Declaration as Exhibit F is a true and correct copy of the title page and pages from named Opt-in Homer Alexander's deposition, taken in this lawsuit on December 11, 2013.
12. Attached to this Declaration as Exhibit G is a true and correct copy of the title page and pages from named Opt-in Vonda Backhaus' deposition, taken in this lawsuit on December 17, 2013.
13. Attached to this Declaration as Exhibit H is a true and accurate copy of the Declaration of Opt-in Yuri Escoto.
14. Attached to this Declaration as Exhibit I is a true and accurate copy of the Declaration of Opt-in Londrell Land.
15. Attached to this Declaration as Exhibit J is a true and correct copy of the title page and pages from the Rule 30(b)(6) deposition of Kohl's corporate representative Sharon Loomis' deposition, taken in this lawsuit on January 10, 2014.
16. Attached to this Declaration as Exhibit K is a true and correct copy of the title page and pages from the Rule 30(b)(6) deposition of Kohl's corporate representative Kevin Mantz's deposition, taken in this lawsuit on January 10, 2014.
17. Attached to this Declaration as Exhibit L is a true and accurate copy of the 5 Basics (bearing the bates stamp number KCO\_06599).

18. Attached to this Declaration as Exhibit M is a true and accurate copy of selected portions  
the Associate Handbook (bearing bates stamp numbers KCO\_06600- KCO\_06633).

I declare under penalty of perjury under the laws of the United States that the foregoing is true  
and accurate.

Executed this 15th day of April, 2014, in New York, New York.

s/ Marc S. Hepworth  
Marc S. Hepworth